UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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     In re   :   Chapter 11
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DELPHI CORPORATION, <u>et</u> <u>al.</u>,   :   Case No. 05-44481 (RDD)
                                                          :
                   Debtors. :   (Jointly Administered)
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SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§ 327(a) AND 328
AND FED. R. BANKR. P. 2014 EXPANDING THE SCOPE OF
RETENTION OF PRICEWATERHOUSECOOPERS LLP TO PROVIDE DUE
<u>DILIGENCE SERVICES NUNC PRO TUNC TO DECEMBER 15, 2006</u>

("PWC SUPPLEMENTAL RETENTION ORDER")

Upon the supplemental application, dated December 29, 2006 (the "PwC

Supplemental Retention Application"),[1] of Delphi Corporation ("Delphi"), debtor and

debtor-in-possession in the above-captioned cases, for an order (the "Order") under 11 U.S.C.

§§ 327(a) and 328 and Fed. R. Bankr. P. 2014 authorizing the expansion of the scope of Delphi's

retention of PricewaterhouseCoopers LLP ("PwC") for PwC to perform certain due diligence

services to Delphi, <u>nunc</u> <u>pro</u> <u>tunc</u> to December 15, 2006 on the terms and conditions of that

certain Master Professional Services Agreement dated as of March 17, 2006 (the "Master

Agreement"), a copy of which is attached hereto as <u>Exhibit 1</u>, and that certain Statement of Work

For Transaction Services dated as of December 15, 2006 (the "Transaction Services Statement

Of Work"), a form of which is attached hereto as <u>Exhibit 2</u>, which services will facilitate due

diligence by plan investors working with Delphi to facilitate its emergence from chapter 11; and

this Court having determined that the relief requested in the PwC Supplemental Retention

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[1]   Capitalized terms used but not defined herein shall have the meanings ascribed to them in the PwC
       Supplemental Retention Application.

Application is in the best interests of Delphi, its estates, its stakeholders, and other parties-in-interest; and it appearing that proper and adequate notice of the PwC Supplemental Retention Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1.   The PwC Supplemental Retention Application is GRANTED nunc pro tunc to December 15, 2006.

2.   Pursuant to the PwC Supplemental Retention Application, the Master Agreement, and the Transaction Services Statement Of Work, Delphi's retention of PwC is hereby amended in accordance with 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014 to authorize the expansion of the scope of Delphi's retention of PwC for PwC to provide the due diligence services described in the PwC Supplemental Retention Application and the Transaction Services Statement Of Work.

3.   PwC shall continue to file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005, any applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), the guidelines established by the Office of the United States Trustee, and further orders of this Court.

4.   The terms of the Order Under 11 U.S.C. §§ 327(a) And 328 Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of PricewaterhouseCoopers LLP To Provide Certain Sarbanes-Oxley Compliance, Tax And Financial Planning, And Other General Tax

Consulting Services To Debtors <u>Nunc</u> <u>Pro</u> <u>Tunc</u> to January 1, 2006 (Docket No. 4310), as modified hereby, shall remain in full force and effect.

5.   This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6.   The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the PwC Supplemental Retention Application.

Dated: New York, New York
          January <u>18</u>, 2007

          /s/Robert D. Drain
          UNITED STATES BANKRUPTCY JUDGE